

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
MARSHALL DIVISION**

**PATTY BEALL, MATTHEW  
MAXWELL, TALINA MCELHANY AND  
KELLY HAMPTON, individually  
and on behalf of all other similarly situated;**

**Plaintiffs,**

**TYLER TECHNOLOGIES, INC. AND  
EDP ENTERPRISES, INC.  
Defendants.**

[illegible]

**2:08-cv-422 TJW**

## DECLARATION OF DUANE GRAVES

I declare, under penalty of perjury and pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. My name is Duane Graves. I am over 21 years of age and have personal knowledge of the facts set forth in this declaration.

2. I am employed with Tyler Technologies, Inc. ("Tyler"). Specifically, I am employed as the President, Education Solutions unit. In such capacity, I served as the immediate supervisor of Chris Webster who was the immediate supervisor of Kelly Ainsworth ("Ainsworth"), who worked in the EDP division of the Education Solutions unit in Longview, Texas until the termination of his employment with Tyler in July of 2008.

EXHIBIT G

3. Over the years, Tyler acquired four companies which marketed, sold and serviced software programs to schools and other educational organizations.<sup>1</sup> These organizations were included in the Financial Management (Large Cities) and Education group and were as follows:

- EDP in Longview, Texas, acquired in September 2007;
- Olympia Computing Co., Inc. a/k/a SchoolMaster in Olympia, Washington, acquired in January 2008;
- Advanced Data Systems in Bangor, Maine, acquired in February 2007;  
and
- MazikUSA, Inc. a/k/a TEMS in Chicago, Illinois, acquired in January 2006.

4. At some point in 2008, Tyler made the decision to combine the four companies listed above within a single Education Solutions unit within the Financial Management (Large Cities) and Educational Group. That structure was finalized in May 2008 when the four different entities listed above began reporting through a structure which I supervised as the President of the Education Solutions unit.

5. Attached hereto at Tab 1 is an organizational chart of the client services teams within the Education Solutions unit which existed in essentially this form as of May 2008. As the chart demonstrates, Ainsworth was given the title of "Implementation Manager (Student)". As such, five other Implementation Consultants began reporting to Ainsworth in addition to the four Implementation Consultants out of the EDP office who previously worked under Ainsworth's supervision there. Of these new reports, one came from the TEMS office in Chicago, Illinois, three came from the TEMS office in Falmouth, ME and one came from the

---

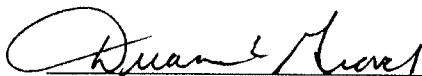
<sup>1</sup> In addition to these four companies, Tyler has acquired other companies that market, sell and service software programs to schools or educational organizations and that continue to report directly to the Financial Management (Large Cities) and Educational group.

SchoolMaster office in Olympia, Washington. All of these Implementation Consultants worked on a single product sold by Tyler called "TEMS." Thus, Ainsworth had oversight responsibility for Implementation Consultants only within the Education Solutions unit and only those who worked on the TEMS product. He did not oversee or supervise Implementation Consultants, or any other Tyler employees, on a national basis or in offices or units outside the Education Solutions unit.

6. Ainsworth served in the role described above for only a brief period of time as his employment was terminated by Tyler on July 14, 2008.

7. EDP is a small division within Tyler, and as such, it utilizes human resources staff who are located in the MUNIS division in Falmouth, Maine. While the MUNIS human resources department supports EDP's hiring efforts, personnel within EDP continue to make hiring and compensation decisions. Other divisions within the Financial Management (Large Cities) and Education group maintain separate human resources staff.

Executed this 8<sup>th</sup> day of June, 2009 in Bangor, Maine.

  
Duane Graves